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**UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA, SOUTHERN DIVISION**

DAVID L. DEFREES, et al.,
Plaintiffs,
v.

JOHN C. KIRKLAND, et al.,
Defendants,
and

U.S. AEROSPACE, INC.
Nominal Defendant.

Case No. CV 11-04272 JLS (SPx)
consolidated with Case No. CV 11-04574
JLS (SPx)

(Derivative Action)

**DECLARATION OF RACHELE R.
RICKERT IN SUPPORT OF
PLAINTIFFS' UNOPPOSED
MOTION FOR PRELIMINARY
APPROVAL OF DERIVATIVE
SETTLEMENT**

Hearing Date: January 26, 2018
Time: 2:30 p.m.
Courtroom: 10A, 10th Floor
Judge: Hon. Josephine L. Staton

1 I, RACHELE R. RICKERT hereby declare as follows:

2 1. I am an attorney duly licensed to practice before all the courts of the
3 State of California. I am a member of the law firm Wolf Haldenstein Adler
4 Freeman & Herz LLP, attorneys for Plaintiff Frederick Rich. I have personal
5 knowledge of the facts set forth herein, and if called upon, I could and would
6 competently testify thereto.

7 2. I submit this declaration in support of the Plaintiffs' Unopposed
8 Motion for Preliminary Approval of Derivative Settlement (the "Motion").
9 Specifically, this declaration addresses Plaintiffs' proposed method of identifying
10 and providing notice of the Settlement to USAE Shareholders.

11 3. As explained in the Stipulation of Settlement (the "Stipulation"), up to
12 \$290,000 of the Settlement Amount will be distributed to current USAE
13 Shareholders who also held USAE Shares on March 31, 2010, and February 21,
14 2017. Pursuant to Rule 23.1 of the Federal Rules of Civil Procedure, Plaintiffs seek
15 to provide notice of the proposed Settlement to qualifying USAE Shareholders and
16 any creditors, affording them the opportunity to object to the Settlement and for
17 USAE Shareholders to participate in the distribution. Plaintiffs plan, through a
18 Claims Administrator, to mail the Notice to qualifying USAE Shareholders that
19 may be reasonably identified and to publish notice to USAE Shareholders and
20 credits in *Investor's Business Daily*.

21 4. Qualifying shareholders must currently hold USAE Shares and also
22 must have held USAE Shares on March 31, 2010 and February 21, 2017. Although
23 the Settling Parties do not possess any shareholder records from March 2010,
24 Plaintiffs do possess four USAE shareholder lists from later in 2010 obtained
25 during discovery in this action. The lists are dated June 30, 2010; August 13, 2010;
26 September 16, 2010; and September 30, 2010. For each shareholder listed, the lists
27 contain a corresponding name, address (in most cases), certificate number(s), the
28 number of shares issued, and the date on which the shares were issued. Each list

1 contains fewer than two hundred and sixty (260) shareholders. Although the four
2 lists appear to overlap significantly, all four will be provided to the Notice
3 Administrator, who will eliminate duplication and mail notice to each identified
4 shareholder.

5 5. As detailed in the Stipulation, in addition to mailing notice to
6 identified USAE Shareholders, Plaintiffs will also publish the Summary Notice in
7 the national edition of *Investor's Business Daily*.

8 6. Plaintiffs' counsel believe that such notice is reasonably calculated to
9 apprise interested parties of their opportunity to present objections to the proposed
10 settlement and to participate in the Shareholder Distribution.

11 I declare under penalty of perjury under the laws of the United States of
12 America that the foregoing is true and correct. Executed this 15th day of
13 December, 2017 at San Diego, California.

14
15 /s/ Rachele R. Rickert

16 RACHELE R. RICKERT
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